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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

GGW BRANDS, LLC,

Debtor.

Case No.: 2:13-bk-15130-SK

Chapter 11

**EVIDENTIARY OBJECTIONS TO
THE DECLARATION OF
CHRISTOPHER DALE IN
OPPOSITION TO MOTION FOR
ORDER DIRECTING THE
APPOINTMENT OF A CHAPTER 11
TRUSTEE**

Hearing

Date: April 10, 2013
Time: 10:30 a.m.
Place: Courtroom 1575
255 E. Temple Street
Los Angeles, CA 90017

Wynn Las Vegas, LLC d/b/a Wynn Las Vegas submits its evidentiary objections to the
*Declaration of Christopher Dale in Opposition to Motion for Order Directing the Appointment of a
Chapter 11 Trustee*, as follows:

1. That portion of the Declaration appearing at page 2, line 2, to wit:

“Joseph Francis (“Francis”) is not an owner or
manager of the Debtor,”

on the grounds that same lacks foundation (Federal Rule of Evidence (“FRE”) 602) and represents
an improper opinion and legal conclusion of a lay witness (FRE 701, 702 and 704).

2. That portion of the Declaration appearing at page 2, lines 2-3, to wit:

“Debtor is maintaining proper books and records and
is paying its bills and meeting its obligations,”

on the grounds that same lacks foundation (FRE 602), constitutes an improper opinion without
foundational basis (FRE 701, 702 and 704) and may represent inadmissible hearsay (FRE 801).

3. That portion of the Declaration appearing at page 2, lines 5-8, to wit:

“Debtor’s continued existence relies on Francis’
informal involvement with the company through him
allowing his image to be used to sell memberships and
other goods and services; and consulting services
provided by Francis,”

on the grounds that same lacks foundation (FRE 602), and without foundational basis constitutes an
improper opinion (FRE 701, 702 and 704).

4. That portion of the Declaration appearing at page 2, lines 8-12, to wit:

“The lifeline of GGW Entities are the licenses from a
third party to use the “Girls Gone Wild” and “GGW”
name on services and products, and those licenses that
are based on a short-term agreement that expires in a
matter of months,”

on the grounds that same lacks foundation (FRE 602), constitutes improper opinion without
foundation (FRE 701, 702 and 704) and is violative of the best evidence rule (FRE 1004) in that the
identified licenses and “short-term agreement that expires in a matter of months,” are the best
evidence of the terms thereof and no foundation is laid for the Declarant’s knowledge of the contents
of same.

5. That portion of the Declaration appearing at page 2, lines 11-15, to wit:

1 “If a Chapter 11 Trustee is appointed, Francis would
2 likely no longer permit his image to be used with the
3 GGW Entities, and the licenses likely would not be
4 renewed, and the Chapter 11 Trustee would simply be
presiding over the end of the Debtor’s business and
liquidation of a few remaining assets,”

5 on the grounds that such statements lack foundation (FRE 602), without foundation constitute
6 improper opinion testimony (FRE 701, 702 and 704), and potentially contain inadmissible heresay
7 (FRE 801)

8 6. That portion of the Declaration appearing at page 2, lines 16-17, to wit:

9 “Debtor is currently a profitable business that is paying
10 its bills and meeting its obligations,”

11 on the grounds that same lacks foundation (FRE 602), and constitutes an improper opinion without
12 proper foundation (FRE 701, 702 and 704).

13 7. That portion of the Declaration appearing at page 2, lines 19-20, to wit:

14 “As such, the appointment of a Chapter 11 Trustee
15 cannot be in the best interest of the creditors and the
16 Motion should be denied,”

17 on the grounds that same lacks proper foundation (FRE 602), and constitutes an improper opinion
18 without foundation, and an improper legal opinion by one not qualified to render same (FRE 701,
19 702 and 704).

20 8. That portion of the Declaration appearing at page 2, line 27 to page 3, line 2, to wit:

21 “Francis is not an officer or owner of any of the GGW
22 Entities. However, because of his past association
23 with the products, Francis has provided informal
24 consultation services regarding the operation of the
GGW Entities,”

25 on the grounds that same lacks foundation (FRE 602), and constitutes an improper opinion without
26 foundation, and a legal conclusion by one not qualified to render same (FRE 701, 702 and 704).

27 9. That portion of the Declaration appearing at page 3, lines 2-4, to wit:

1 “Furthermore, because Francis was the founder of the
2 Girls Gone Wild brand, his name and face are forever
3 associated with the brand in the minds of the public,”

4 on the grounds that same lacks foundation (FRE 602), and without basis therefore constitutes an
5 improper opinion and mere speculation (FRE 701, 702 and 704).

6 10. That portion of the Declaration appearing at page 3, lines 3-6, to wit:

7 “His ‘bad boy’ image and playboy lifestyle make him
8 the brand icon to customers and potential customers of
9 Girls Gone Wild products. The association of Girls
Gone Wild and Francis sells products,”

10 on the grounds that same lacks foundation (FRE 602), and without basis therefore constitutes an
11 improper opinion and mere speculation (FRE 701, 702 and 704).

12 11. That portion of the Declaration appearing at page 3, lines 9-10, to wit:

13 “The GGW Entities are able to distinguish their
14 products by their association with Francis,”

15 on the grounds that same lacks foundation (FRE 602), and without basis therefore constitutes an
16 improper opinion and mere speculation (FRE 701, 702 and 704).

17 12. That portion of the Declaration appearing at page 3, lines 13-14, to wit:

18 “GGW Entities continued to use Francis as the ‘face’
19 of the Girls Gone Wild brand. Francis is a consultant
20 and has no actual power or control over the GGW
Entities,”

21 on the grounds that same lacks foundation (FRE 602), constitutes an improper opinion without basis
22 and a legal conclusion by one not qualified to render same as to Francis’ “actual power” and
23 “control” (FRE 701, 702 and 704).

24 13. That portion of the Declaration appearing at page 3, lines 13-17, to wit:

25 “Francis’ strong outgoing personality is such that, as a
26 consultant, he often loudly voices opinions or
27 recommendations to staff and others regarding whether
28 someone should be hired or fired or on other aspects of
the business, but Francis holds no actual power or
authority at the GGW Entities,”

1 on the grounds that same lacks foundation (FRE 602), and constitutes an improper opinion without
2 basis and a legal conclusion by one not qualified to render same as to Francis' "actual power and
3 authority" (FRE 701, 702 and 704).

4 14. That portion of the Declaration appearing at page 3, lines 18-20, to wit:

5 "Francis is, in effect, a figurehead of the Girls Gone
6 Wild brand, which enabled the companies to benefit
7 from business generated by Francis' persona and the
8 publicity surrounding his lifestyle,"

9 on the grounds that same lacks foundation (FRE 602), without basis therefore constitutes an
10 improper opinion and speculation (FRE 701, 702 and 704).

11 15. That portion of the Declaration appearing at page 3, lines 21-22, to wit:

12 "Francis is not a signatory on any of the Debtor's DIP
13 accounts and does not have access to them,"

14 on the grounds that the assertion lacks a showing of foundational basis (FRE 602).

15 16. That portion of the Declaration appearing at page 3, line 26 to page 4, line 2, to wit:

16 "A substantial reduction in Francis' public lifestyle
17 would harm his image and the Girls Gone Wild brand.
18 Thus, the GGW Entities voluntarily chose to support
19 the lifestyle of Francis by paying certain expenses of
20 that lifestyle and making certain luxury company cars
21 be available for his use,"

22 on the grounds that same lacks foundation (FRE 602), and without basis therefore includes an
23 improper opinion and mere speculation (FRE 701, 702 and 704).

24 17. That portion of the Declaration appearing at page 4, lines 3-4, to wit:

25 "The GGW Entities do not intend to, and have not,
26 continued to pay any Francis expenses following the
27 filing of the petition in bankruptcy,"

28 on the grounds that such statements lack a showing of foundational basis (FRE 602).

18. That portion of the Declaration appearing at page 4, lines 17-21, to wit:

"These intellectual property rights [required by the
GGW Entities to operate their businesses] are licensed

to the GGW Entities by an unaffiliated company, Path Media Holdings, LLC ("Path Media"), pursuant to a license agreement that expires on May 31, 2013, unless affirmatively renewed monthly by both Path Media and the GGW Entities,"

on the grounds that same lacks foundation (FRE 602), constitutes hearsay as to the content of said documents (FRE 801), without foundation therefore constitutes an improper opinion without basis and a legal conclusion by one not authorized to render same as to the purported license rights and "unaffiliated" nature of Path Media (FRE 701, 702 and 704), and on the grounds of the best evidence rule as to the terms of the purported license agreements, which are the best evidence of their terms (FRE 1004).

19. That portion of the Declaration appearing at page 4, lines 21-23, to wit:

"If a Chapter 11 Trustee were appointed, it is highly likely that the licensing agreement would not be renewed by Path Media. This would spell the economic death to GGW Entities,"

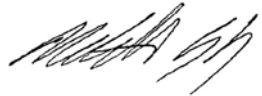
on the basis that the lack of foundation for same renders the statements mere conjecture and speculation (FRE 602), and an improper opinion without foundational basis (FRE 701, 702 and 704).

Dated: April 3, 2013

PACHULSKI STANG ZIEHL & JONES LLP

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 10100 Santa Monica Blvd., Ste. 1300, Los Angeles, CA 90067

A true and correct copy of the foregoing documents entitled (*specify*): **EVIDENTIARY OBJECTIONS TO THE DECLARATION OF CHRISTOPHER DALE IN OPPOSITION TO MOTION FOR ORDER DIRECTING THE APPOINTMENT OF A CHAPTER 11 TRUSTEE** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**: Pursuant to controlling General Orders and LBR, the foregoing document was served by the court via NEF and hyperlink to the document. On (*date*) **April 3, 2013**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. **SERVED BY UNITED STATES MAIL**:

On (*date*) _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **April 3, 2013**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via Personal Delivery

The Honorable Sandra R. Klein
United States Bankruptcy Court
255 E. Temple St., Ste. 1582 / Courtroom 1575
Los Angeles, CA 90012

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

April 3, 2013
Date

Megan J Wertz
Printed Name

/s/ Megan J Wertz
Signature

1. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)

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